**DECLARATION FOR PATENT APPLICATION**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below adjacent to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of subject matter (process, machine, manufacture, or composition of matter, or an improvement thereof) which is claimed and for which a patent is sought by way of the application entitled

**NON-VOLATILE MEMORY AND METHOD WITH BIT LINE TO BIT LINE COUPLED
COMPENSATION**

which was filed on September 17, 2003 as Application Serial No. 10/667,222.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information, which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I declare that all statements made herein of my own knowledge are true, all statements made herein on information and belief are believed to be true, and all statements made herein are made with the knowledge that whoever, in any matter within the jurisdiction of the Patent and Trademark Office, knowingly and willfully falsifies, conceals, or covers up by any trick, scheme, or device a material fact, or makes any false, fictitious or fraudulent statements or representations, or makes or uses any false writing or document knowing the same to contain any false, fictitious or fraudulent statement or entry, shall be subject to the penalties including fine or imprisonment or both as set forth under 18 U.S.C. 1001, and that violations of this paragraph may jeopardize the validity of the application or this document, or the validity or enforceability of any patent, trademark registration, or certificate resulting therefrom.

Full name of joint inventor:

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Inventor's Signature:

Date:

12/24/03

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Inventor's Signature:

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12/24/03

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Inventor's Signature: Mehrad Mofidi

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Full name of joint inventor: Shahzad Khalid

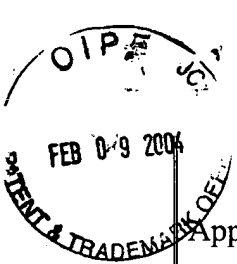
Inventor's Signature: Shahzad Khalid

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicants: Raul-Adrian Cernea, Yan Li, Mehrdad Modifi and Shahzad Khalid
Title: Non-Volatile Memory and Method With Bit Line to Bit Line Coupled Compensation
Application No.: 10/667,222 Filing Date: September 17, 2003
Examiner: Unassigned Group Art Unit: 2818
Docket No.: SNDK.308US0 Conf. No.: 7021

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST

Sir:

SanDisk Corporation, a Delaware corporation, hereby revokes all powers of attorney previously given and appoints the following attorneys specifically and solely to prosecute the above-identified application and to transact all business in the United States Patent and Trademark Office in connection therewith:

Gerald P. Parsons, Reg. No. 24,486
James S. Hsue, Reg. No. 29,545
K. Alison de Runtz, Reg. No. 37,119

Please direct all communications in connection with the above-identified patent application to:

Customer Number: 36257

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Fax No.: (415) 693-0194

Attorney Docket No.: SNDK.308US0

Application No.: 10/667,222

ASSIGNEE CERTIFICATION UNDER 37 CFR 3.73(B)

Each of the undersigned hereby certifies that SanDisk Corporation is the assignee of the entire right, title and interest in the above-identified patent application by virtue of a chain of title from the inventors to SanDisk Corporation, as shown by the attached copy of an Assignment from the inventors, which is being separately recorded.

Each of the undersigned is empowered to sign this certificate on behalf of SanDisk Corporation.

1/22/04
Date

Name: Charles Van Orden

Title: Vice President and General Counsel

1-26-04
Date

Name: Michael Gray

Title: Sr. Vice President and Chief Financial Officer

ASSIGNMENT

For good and valuable consideration, receipt of which is hereby acknowledged, we

Raul-Adrian Cernea of Santa Clara, CA, **Yan Li** of Milpitas, CA,
Mehrdad Modifi of Fremont, CA, and **Shahzad Khalid** of Union City, CA

hereby sell, assign and transfer to SanDisk Corporation, a Delaware corporation, having a place of business at 140 Caspian Court, Sunnyvale, CA, 94089, its successors and assigns, the entire right, title and interest throughout the world in our invention in:

NON-VOLATILE MEMORY AND METHOD WITH BIT LINE TO BIT LINE COUPLED COMPENSATION

for which we filed a United States Patent Application on September 17, 2003, which now has Serial No. 10/667,222, and all patent applications and patents of every country for said invention, including divisions, reissues, continuations and extensions thereof, and all rights of priority resulting from the filing of said applications; we authorize the above-named assignee to apply for patents of foreign countries for said invention, and to claim all rights of priority without further authorization from us; we agree to execute all papers useful in connection with said United States and foreign applications, and generally to do everything possible to aid said assignee, their successors, assigns and nominees, at their request and expense, in obtaining and enforcing patents for said invention in all countries; and we request that the United States Patent and Trademark Office issue all patents granted for said invention to the above-named assignee, its successors and assigns.

Executed this 24 day of December, 2003.



Raul-Adrian Cernea

Executed this 24 day of December, 2003.



Yan Li

Executed this 24th day of December, 2003.

Mehrdad Modiri
Mehrdad Modiri

Executed this 24th day of December, 2003.

Shahzad Khaliq
Shahzad Khalid